

OCT 13 '06 -3 15 PM

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

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OF COUNSEL  
URBAN A. LESTER

October 13, 2006

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of October 13, 2006, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: Compass Rail VII Corporation  
750 Battery Street, Suite 430  
San Francisco, CA 94111

Lessee: Kemiron-Trans, Inc.  
4801 Southwick Drive, 2<sup>nd</sup> Floor  
Matteson, IL 60443

Mr. Vernon A. Williams  
October 13, 2006  
Page 2

A description of the railroad equipment covered by the enclosed document is:

71 railcars: EAGX 19001 – EAGX 19071.

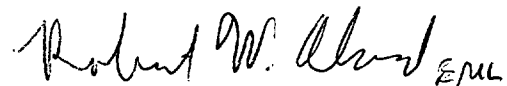
A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in cursive script, reading "Robert W. Alvord", followed by the initials "EML" in a smaller, more formal script.

Robert W. Alvord

RWA/sem  
Enclosures

MEMORANDUM OF LEASE

1. Pursuant to that certain Equipment Lease Agreement, dated Oct 13, 2006, between "Compass Rail VII Corporation", as Lessor, and "KEMIRON-TRANS, INC.," as Lessee, Lessor has leased to Lessee the railroad cars identified on Exhibit A attached hereto and made part hereof (the "Railcars").

2. The addressees of the parties are as follows:

RECORDATION NO. 26621 FILED

Lessor: "Compass Rail VII Corporation"  
750 Battery Street, Suite 430  
San Francisco, California 94111

OCT 13 '06 -3 15 PM

Lessee: Kemiron-Trans, Inc.  
4801 Southwick Dr., Second Floor  
Matteson, IL 60443  
Attention: V.P. of Logistics

SURFACE TRANSPORTATION BOARD

With a Copy:

Kemiron-Trans, Inc.  
808 E. Main Street  
Lakeland, FL 33801  
Attention: General Counsel

3. The terms and provisions of the Lease, including the commencement date and termination date, are more particularly set forth in the Lease Agreement.

4. This Memorandum of Lease may be executed in any number of counterparts, each of which so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same document, which may be evidenced by any such signed counterpart.

IN WITNESS WHEREOF, the parties hereto, have caused this instrument to be signed by their respective corporate officers as of the date and year first above written.

"COMPASS RAIL VII CORPORATION"

By

Ben J. Assaf  
Ben J. Assaf

Name: ~~Executive Vice President~~

Title: \_\_\_\_\_

"KEMIRON-TRANS, INC."

By \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

STATE OF CALIFORNIA )  
 ) ss:  
COUNTY OF San Francisco)

On this 10th day of Oct., 2006, before me personally appeared Ben J. Assaf, to me personally known, who, being by me duly sworn, says that he/~~she~~ is E.V.P. of "Compass Rail VII Corporation", and that he/she executed the foregoing instrument on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the corporation.

Jovina Faye Havard  
NOTARY PUBLIC

My commission expires: 4-9-09



STATE OF FLORIDA )  
 ) ss:  
COUNTY OF \_\_\_\_\_ )

On this \_\_\_\_\_ day of \_\_\_\_\_, 2006, before me personally appeared \_\_\_\_\_, to me personally known, who, being by me duly sworn, says that he/she is a \_\_\_\_\_ of "Kemiron-Trans, Inc.," and that he/she executed the foregoing instrument on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the corporation.

\_\_\_\_\_  
NOTARY PUBLIC

My commission expires:

**MEMORANDUM OF LEASE**

1. Pursuant to that certain Equipment Lease Agreement, dated October 13, 2008, between "Compass Rail VII Corporation", as Lessor, and "KEMIRON-TRANS, INC.," as Lessee, Lessor has leased to Lessee the railroad cars identified on Exhibit A attached hereto and made part hereof (the "Railcars").

2. The addressees of the parties are as follows:

Lessor: "Compass Rail VII Corporation"  
750 Battery Street, Suite 430  
San Francisco, California 94111

Lessee: Kemiron-Trans, Inc.  
4801 Southwick Dr., Second Floor  
Matteson, IL 60443  
Attention: V.P. of Logistics

With a Copy:  
Kemiron-Trans, Inc.  
808 E. Main Street  
Lakeland, FL 33801  
Attention: General Counsel

3. The terms and provisions of the Lease, including the commencement date and termination date, are more particularly set forth in the Lease Agreement.

4. This Memorandum of Lease may be executed in any number of counterparts, each of which so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same document, which may be evidenced by any such signed counterpart.

IN WITNESS WHEREOF, the parties hereto, have caused this instrument to be signed by their respective corporate officers as of the date and year first above written.

"COMPASS RAIL VII CORPORATION"

By \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

"KEMIRON-TRANS, INC."

By  \_\_\_\_\_

Name: John Gutkowski

Title: VP Distribution & Logistics

STATE OF CALIFORNIA )  
 ) ss:  
COUNTY OF \_\_\_\_\_ )

On this \_\_\_\_\_ day of \_\_\_\_\_, 2006, before me personally appeared \_\_\_\_\_, to me personally known, who, being by me duly sworn, says that he/she is \_\_\_\_\_ of "Compass Rail VII Corporation", and that he/she executed the foregoing instrument on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the corporation.

\_\_\_\_\_  
NOTARY PUBLIC

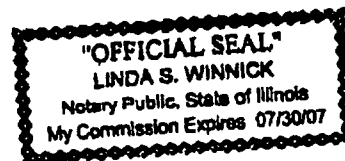
My commission expires:

Illinois  
STATE OF ~~ILLINOIS~~ )  
 ) ss:  
COUNTY OF COOK )

On this 12 day of OCTOBER, 2006, before me personally appeared Jean Gutierrez, to me personally known, who, being by me duly sworn, says that he/she is a Officer of "Kemiron-Trans, Inc.," and that he/she executed the foregoing instrument on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the corporation.

Linda S. Winnick  
NOTARY PUBLIC

My commission expires: 7-30-07



## EXHIBIT A TO MEMORANDUM OF LEASE

### Description of Railcars

This is Exhibit A to the Memorandum of Lease between "Compass Rail VII Corporation" and "Kemiron-Trans, Inc."

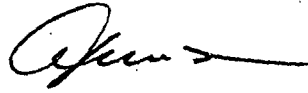
<u>Owner of Cars:</u>	<u>Quantity:</u>	<u>Car Marks and Numbers:</u>
"Compass Rail VII Corporation"	Seventy-one (71)	EAGX 19001 – EAGX 19071

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated:

10/13/06



\_\_\_\_\_  
Robert W. Alvord